



BRUSSELS CINCINNATI CLEVELAND COLUMBUS DAYTON WASHINGTON, D.C.

January 22, 2002

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Via Hand Delivery

JAN 22 '02 12-28 PM

SURFACE TRANSPORTATION BOARD

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RE: Documents Submitted for Recordation

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a primary document not previously recorded. The document is entitled Memorandum of Lease, dated December 21, 2001 (the "Memorandum").

The parties to the Memorandum are:

LESSOR:

The Bank of Nova Scotia
240 - 8TH Avenue S.W.
Calgary, Alberta
Canada T2P 2N7

LESSEE:

3708870 Canada Ltd.
Gulf Canada Square
401 - 9TH Avenue S.W., Suite #2000
Calgary, Alberta
Canada T2P 4Z4

The said Memorandum is notice of a lease of railcar equipment under that certain Lease Agreement, dated December 21, 2001, between Lessor and Lessee (the "Lease"). The Lease covers all of the railcars identified in Schedule I attached hereto, being all railcars identified in Exhibit A to the Memorandum.

A short summary of the Memorandum to appear in the STB Index follows:

"Memorandum of Lease covering forty eight (48) five-platform articulated cars for roll on, roll off service, bearing identification mark XPWX and numbers 2000 through 2047 (inclusive)."

Enclosed is a remittance in the amount of \$28.00 for the required recording fee.

THOMPSON HINE LLP

1920 N Street, N.W.
Suite 800
Washington, D.C. 20036-1600

www.ThompsonHine.com
Fax 202.331.8330
Phone 202.331.8800

THOMPSON HINE

Hon. Vernon A. Williams
January 22, 2002
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Once the filing has been made, please return to bearer the stamped counterpart not needed for your files, together with the letter from the Secretary acknowledging the filing, and the extra copy of this letter of transmittal.

Sincerely,



Stephen T. Lovelady
*Attorney for purposes of this
filing for The Bank of Nova Scotia and
3708870 Canada Ltd.*

Enclosures

SCHEDULE I

Description of Equipment

Forty eight (48) five-platform articulated cars for roll on, roll off service call Expressway cars, NSC's Specification P-235, latest revision, with reporting marks and numbers as follows:

	Reporting Marks and Numbers		Reporting Marks and Numbers
1.	XPWX 2000	31.	XPWX 2030
2.	XPWX 2001	32.	XPWX 2031
3.	XPWX 2002	33.	XPWX 2032
4.	XPWX 2003	34.	XPWX 2033
5.	XPWX 2004	35.	XPWX 2034
6.	XPWX 2005	36.	XPWX 2035
7.	XPWX 2006	37.	XPWX 2036
8.	XPWX 2007	38.	XPWX 2037
9.	XPWX 2008	39.	XPWX 2038
10.	XPWX 2009	40.	XPWX 2039
11.	XPWX 2010	41.	XPWX 2040
12.	XPWX 2011	42.	XPWX 2041
13.	XPWX 2012	43.	XPWX 2042
14.	XPWX 2013	44.	XPWX 2043
15.	XPWX 2014	45.	XPWX 2044
16.	XPWX 2015	46.	XPWX 2045
17.	XPWX 2016	47.	XPWX 2046
18.	XPWX 2017	48.	XPWX 2047
19.	XPWX 2018		
20.	XPWX 2019		
21.	XPWX 2020		
22.	XPWX 2021		
23.	XPWX 2022		
24.	XPWX 2023		
25.	XPWX 2024		
26.	XPWX 2025		
27.	XPWX 2026		
28.	XPWX 2027		
29.	XPWX 2028		
30.	XPWX 2029		

MEMORANDUM OF LEASE dated as of December 21, 2001,
between THE BANK OF NOVA SCOTIA ("Lessor"), and
3708870 CANADA LTD. ("Lessee").

WHEREAS, the Lessor and Lessee have entered into that certain Lease, dated as of December 21, 2001, pursuant to which Lessor did lease to Lessee forty eight (48) five-platform articulated cars for roll on, roll off service, including any attachments, accessories, repair or replacement parts and other personal or moveable property placed on or added to such railcars (hereinafter referred to as the "Equipment"), described more fully and identified by the reporting marks and numbers listed on Schedule A hereto.

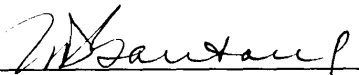
IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of said Equipment by Lessor, and the leasehold interest in the said Equipment held by the Lessee. Accordingly, the parties have caused this Memorandum of Lease to be executed by their officers thereunto duly authorized, effective as of the date first above written.


THE BANK OF NOVA SCOTIA

By: 
Name: DOUG FOSTER
Title: DIRECTOR

3708870 CANADA LTD.

RECORDED 23843
JAN 22 '02 12-28 PM
SURFACE TRANSPORTATION BOARD

By: 
Name: W. Gantous
Title: President and Treasurer

By: 
Name: Robert Horne
Title: Secretary

DISTRICT OF Calgary)
)
PROVINCE OF Alberta) ss:

On the 18 day of January, 2002, before me personally appeared Doug Foster to me personally known, or sufficiently identified, who being by me duly sworn, said that (s)he is the Director of THE BANK OF NOVA SCOTIA, that the said instrument was signed on behalf of the said entity with all due corporate authority, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the said entity.

Anne-B. Pelletier
Notary Public Anne-Barbara Pelletier
Barrister & Solicitor

My Commission expires: —

DISTRICT OF Calgary)
)
PROVINCE OF Alberta) ss:

On the 17 day of January, 2002, before me personally appeared Robert V. Harte and W.D. GANDOUS to me personally known, or sufficiently identified, who being by me duly sworn, said that they are the Secretary and V.P. PRESIDENT & TREASURER, respectively, of 3708870 ^{ASP} CANADA LTD., that the said instrument was signed on behalf of the said entity with all due corporate authority, and they each acknowledged that the execution of the foregoing instrument was the free act and deed of the said entity.

Anne-B. Pelletier
Notary Public Anne-Barbara Pelletier
Barrister & Solicitor

My Commission expires: —

Schedule A
Equipment List

Forty eight (48) five-platform articulated cars for roll on, roll off service call Expressway cars, NSC's Specification P-235, latest revision, with reporting marks and numbers as follows:

	Reporting Marks and Numbers		Reporting Marks and Numbers
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18.	XPWX 2017	48.	XPWX 2047
19.	XPWX 2018		
20.	XPWX 2019		
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22.	XPWX 2021		
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24.	XPWX 2023		
25.	XPWX 2024		
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28.	XPWX 2027		
29.	XPWX 2028		
30.	XPWX 2029		

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